

CHAPMAN AND CUTLER

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December 15, 1999

RECORDATION NO. 22607-A/B/C/D/E FILED

DEC 15 '99 1:15 PM

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W. Room 704  
Washington, DC 20423-0001

Re: Union Pacific Railroad Company  
Leveraged Lease Locomotive Financing  
UPRR 1999 B-1

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of each of the primary documents and the secondary document described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The primary documents are as follows:

- (1) Memorandum of Lease Agreement (UPRR 1999 B-1), dated December 16, 1999, between TREBON Verwaltungsgesellschaft mbH & Co. Vermietungs KG., as lessor (the "*Lessor*"), and Union Pacific Railroad Company, as lessee (the "*Lessee*");
- (2) Memorandum of First Mortgage (UPRR 1999 B-1), dated December 16, 1999, between the Lessor, as mortgagor (the "*Mortgagor*"), the Lessee and First Security Bank, National Association, as security trustee (the "*Security Trustee*");
- (3) Memorandum of Trust Indenture and Security Agreement (UPRR 1999 B-2), dated December 16, 1999, between the Lessee and the Security Trustee;
- (4) Memorandum of Lessee Mortgage Agreement (UPRR 1999 B-1), dated December 16, 1999, between the Lessor and the Lessee; and
- (5) Memorandum of Lessor Security Agreement (UPRR 1999 B-1), dated December 16, 1999, between the Lessor, the Lessee and the Security Trustee.

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The secondary document is as follows:

(1) Memorandum of Indenture Supplement No. 1 (UPRR 1999 B-1), dated December 16, 1999, between the Lessor and the Security Trustee.

The primary documents to which Memorandum of Indenture Supplement No. 1 (UPRR 1999 B-1) is connected is the Memorandum of Trust Indenture and Security Agreement (UPRR 1999 B-1), referred to above, which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed documents are as follows:

~~and~~  
MEMORANDUM OF LEASE AGREEMENT

Lessee:	Union Pacific Railroad Company 1416 Dodge Street Omaha, Nebraska 68179
Lessor:	TREBON Verwaltungsgesellschaft mbH & Co. Vermietungs KG Unsoldstraße 2 80538 Munchen Germany

~~and~~  
MEMORANDUM OF FIRST MORTGAGE

Mortgagor:	TREBON Verwaltungsgesellschaft mbH & Co. Vermietungs KG Unsoldstraße 2 80538 Munchen Germany
Lessee:	Union Pacific Railroad Company 1416 Dodge Street Omaha, Nebraska 68179
Security Trustee:	First Security Bank, National Association, as Security Trustee Corporate Trust Department 79 South Main Street Salt Lake City, Utah 84111

~~and~~  
MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT

Lessee:	Union Pacific Railroad Company 1416 Dodge Street Omaha, Nebraska 68179
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Security Trustee: First Security Bank, National Association,  
as Security Trustee  
Corporate Trust Department  
79 South Main Street  
Salt Lake City, Utah 84111

~~MEMORANDUM OF INDENTURE SUPPLEMENT NO. 1~~

Lessor: TREBON Verwaltungsgesellschaft mbH & Co.  
Vermietungs KG  
Unsoldstraße 2  
80538 Munchen  
Germany

Security Trustee: First Security Bank, National Association,  
as Security Trustee  
Corporate Trust Department  
79 South Main Street  
Salt Lake City, Utah 84111

~~MEMORANDUM OF LESSEE MORTGAGE AGREEMENT~~

Lessor: TREBON Verwaltungsgesellschaft mbH & Co.  
Vermietungs KG  
Unsoldstraße 2  
80538 Munchen  
Germany

Lessee: Union Pacific Railroad Company  
1416 Dodge Street  
Omaha, Nebraska 68179

~~MEMORANDUM OF LESSOR SECURITY AGREEMENT~~

Lessor: TREBON Verwaltungsgesellschaft mbH & Co.  
Vermietungs KG  
Unsoldstraße 2  
80538 Munchen  
Germany

Lessee: Union Pacific Railroad Company  
1416 Dodge Street  
Omaha, Nebraska 68179

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Security Trustee: First Security Bank, National Association,  
as Security Trustee  
Corporate Trust Department  
79 South Main Street  
Salt Lake City, Utah 84111

The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Lease Agreement, Memorandum of First Mortgage, Memorandum of Trust Indenture and Security Agreement, Memorandum of Indenture Supplement No. 1, Memorandum of Lessee Mortgage Agreement and the Memorandum of Lessor Security Agreement is as set forth on Exhibit A hereto.

A fee of one hundred fifty-six dollars (\$156.00) is enclosed. Please time and date stamp the enclosed copies of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Board for recordation to:

Karl T. Williams, Esq.  
Chapman and Cutler  
111 West Monroe  
Chicago, Illinois 60603

A short summary of each of the documents to appear in the index follows:

(1) MEMORANDUM OF LEASE AGREEMENT:

Memorandum of Lease Agreement (UPRR 1999 B-1) between TREBON Verwaltungsgesellschaft mbH & Co. Vermietungs KG, as Lessor, Unsoldstraße 2, 80538 Munchen Germany, and Union Pacific Railroad Company, as Lessee, 1416 Dodge Street, Omaha, Nebraska 68179, dated December 16, 1999, covering diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto.

(2) MEMORANDUM OF FIRST MORTGAGE:

Memorandum of First Mortgage (UPRR 1999 B-1) between TREBON Verwaltungsgesellschaft mbH & Co. Vermietungs KG, as Mortgagor, Unsoldstraße 2, 80538 Munchen Germany, Union Pacific Railroad Company, as Lessee, 1416 Dodge Street, Omaha, Nebraska 68179, and First Security Bank, National Association, as Security Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated December 16, 1999, covering the obligations of the Mortgagor and the Lessee relating to diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto.

(3) MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT:

Memorandum of Trust Indenture and Security Agreement (UPRR 1999 B-1) between Union Pacific Railroad Company, as Lessee, 1416 Dodge Street, Omaha, Nebraska 68179, and First Security Bank, National Association, as Security Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated December 16, 1999, covering diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto.

(4) MEMORANDUM OF INDENTURE SUPPLEMENT NO. 1:

Memorandum of Indenture Supplement No. 1 (UPRR 1999 B-1) between TREBON Verwaltungsgesellschaft mbH & Co. Vermietungs KG, as Lessor, Unsoldstraße 2, 80538 Munchen Germany, and First Security Bank, National Association, as Security Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated December 16, 1999, covering the obligations of the Mortgagor and the Lessee relating to diesel electric locomotives bearing road numbers listed in the exhibit attached thereto. The Memorandum of Indenture Supplement No. 1 is related to the Memorandum of Trust Indenture and Security Agreement between the Lessee and the Security Trustee, dated December 16, 1999, which is filed concurrently herewith.

(5) MEMORANDUM OF LESSEE MORTGAGE AGREEMENT:

Memorandum of Lessee Mortgage Agreement (UPRR 1999 B-1) between TREBON Verwaltungsgesellschaft mbH & Co. Vermietungs KG, as Lessor, Unsoldstraße 2, 80538 Munchen Germany, and Union Pacific Railroad Company, as Lessee, 1416 Dodge Street, Omaha, Nebraska 68179, dated December 16, 1999, relating to the Lessor's performance of its obligations as described in the Lessee Mortgage.

(6) MEMORANDUM OF LESSOR SECURITY AGREEMENT:

Memorandum of Lessor Security Agreement (UPRR 1999 B-1) between TREBON Verwaltungsgesellschaft mbH & Co. Vermietungs KG, as Lessor, Unsoldstraße 2, 80538 Munchen Germany, Union Pacific Railroad Company, as Lessee, 1416 Dodge Street, Omaha, Nebraska 68179, and First Security Bank, National Association, as Security Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated December 16, 1999, relating to the Lessee's performance of its obligations as described in the Lessor Security Agreement.

Law Offices of  
CHAPMAN AND CUTLER

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3892.

Sincerely,

CHAPMAN AND CUTLER

BY Karl T. Williams  
Karl T. Williams

Enclosures

EXHIBIT A

EQUIPMENT	UNITS	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD70M-AC Diesel Electric Locomotives	15	8288 8289 8290-8301 8501

RECORDATION NO. 22607 FILED

DEC 15 '99 1:15 PM

**MEMORANDUM OF LEASE AGREEMENT  
(UPRR 1999 B-1)**

Memorandum of Lease Agreement, made and entered into on December 16, 1999 by and between TREBON Verwaltungsgesellschaft mbH & Co. Vermietungs KG, a German limited liability partnership ("*Lessor*"), and Union Pacific Railroad Company, a Delaware corporation ("*Lessee*").

**WITNESSETH:**

The undersigned have entered into that certain Lease Agreement (UPRR 1999 B-1), dated November 2, 1999, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain locomotives bearing road numbers as listed on Exhibit A attached hereto, subject to the term defined in said Lease Agreement.

\* \* \*



IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

TREBON VERWALTUNGSGESELLSCHAFT MBH  
& CO. VERMIETUNGS KG

By 

Name:

ANDRE ALTMANN

Title:

ATTORNEY IN FACT

Executed on this 13<sup>th</sup> day of December, 1999.

UNION PACIFIC RAILROAD COMPANY

By 

Name: John B. Larsen

Title: Assistant Treasurer

Executed on this 10<sup>th</sup> day of December, 1999.

STATE OF ILLINOIS )  
 )  
COUNTY OF COOK ) SS.:

On this, the 13<sup>th</sup> day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared ANDREAS ALLEN, who being by me duly sworn, says that (s)he is the ATTORNEY AT LAW of TREBON VERWALTUNGSGESELLSCHAFT MBH & CO. VERMIETUNGS KG, that said instrument was signed on December 13, 1999 on behalf of said limited liability partnership by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

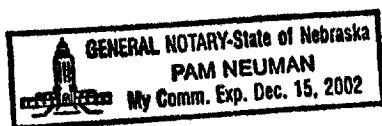


Melissa J. Green  
Name: Melissa J. Green  
Notary Public  
My Commission Expires: 10-19-03  
Residing in Cook County

STATE OF Nebraska )  
 )  
COUNTY OF Douglas ) SS.:

On this, the 10<sup>th</sup> day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared John B. Larsen, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on December 10, 1999 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Pam Neuman  
Name: Pam Neuman  
Notary Public  
My Commission Expires: 12-15-02  
Residing in Omaha, NE

**EXHIBIT A**

EQUIPMENT	UNITS	
	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD9043M-AC Diesel Electric Locomotives	14	8288 through 8301, inclusive
General Motors Corporation (Electro-Motive Division) Model SD9060M-AC Diesel Electric Locomotives	1	8501